

RECORDATION NO. **6753-D** FILED 1428
APR 9 1993 11:15 AM
INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 6752-7 FILED 1425

APR 9 1993 11:15 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed and acknowledged copies of a Bill of Sale, dated as of March 29, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreements dated as of September 1, 1972 which were duly filed with the Commission on September 27, 1972 under Recordation Numbers 6752 and 6753.

The names and addresses of the parties to the enclosed document are:

Seller: United States Trust Company
of New York
114 W. 47th Street
New York, New York 10036

**Buyer: Mercantile Bank of St. Louis
National Association
(f/k/a Mercantile Trust Company)
721 Locust Street
St. Louis, Missouri 63101**

A description of the railroad equipment covered by the enclosed document is attached hereto as Schedule A.

[illegible]

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42200	214400	42226	214426	42253	214453	42279	214479
42201	214401	42227	214427	42254	214454	42281	214481
42202	214402	42228	214428	42255	214455	42282	214482
42203	214403	42229	214429	42257	214457	42283	214483
42204	214404	42230	214430	42258	214458	42284	214484
42205	214405	42231	214431	42259	214459	42285	214485
42206	214406	42232	214432	42260	214460	42286	214486
42207	214407	42233	214433	42261	214461	42287	214487
42208	214408	42234	214434	42262	214462	42288	214488
42209	214409	42235	214435	42263	214463	42289	214489
42210	214410	42236	214436	42264	214464	42291	214491
42211	214411	42238	214438	42265	214465	42292	214492
42212	214412	42239	214439	42266	214466	42293	214493
42213	214413	42240	214440	42267	214467	42294	214494
42214	214414	42242	214442	42268	214468	42296	214496
42215	214415	42243	214443	42269	214469	42297	214497
42216	214416	42245	214445	42270	214470	42298	214498
42218	214418	42246	214446	42271	214471		
42219	214419	42247	214447	42272	214472		
42220	214420	42248	214448	42273	214473		
42221	214421	42249	214449	42274	214474		
42222	214422	42250	214450	42276	214476		
42224	214424	42251	214451	42277	214477		
42225	214425	42252	214452	42278	214478		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42300	214500	42329	214529	42358	214558	42383	214583
42301	214501	42330	214530	42359	214559	42384	214584
42302	214302	42331	214531	42360	214560	42385	214585
42303	214503	42332	214532	42361	214561	42386	214586
42304	214504	42333	214533	42362	214562	42388	214588
42305	214505	42335	214535	42363	214563	42390	214590
42306	214506	42336	214536	42364	214564	42391	214591
42307	214507	42337	214537	42365	214565	42392	214592
42308	214508	42338	214538	42366	214566	42393	214593
42309	214509	42340	214540	42367	214567	42394	214594
42311	214511	42342	214542	42368	214568	42395	214595
42312	214512	42343	214543	42369	214569	42396	214596
42313	214513	42344	214544	42371	214571	42397	214597
42314	214514	42345	214545	42372	214572	42398	214598
42315	214515	42346	214546	42373	214573		
42316	214516	42347	214547	42374	214574		
42320	214520	42348	214548	42375	214575		
42322	214522	42350	214550	42376	214576		
42323	214523	42351	214551	42377	214577		
42324	214524	42353	214553	42378	214578		
42325	214525	42354	214554	42379	214579		
42326	214526	42355	214555	42380	214580		
42327	214527	42356	214556	42381	214581		
42328	214528	42357	214557	42382	214582		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42400	214600	42427	214627	42456	214656	42481	214681
42401	214601	42428	214628	42457	214657	42482	214682
42402	214302	42430	214630	42458	214658	42483	214683
42403	214603	42431	214631	42459	214659	42484	214684
42404	214604	42432	214632	42460	214660	42485	214685
42405	214605	42433	214633	42461	214661	42486	214686
42406	214606	42434	214634	42462	214662	42487	214687
42407	214607	42435	214635	42463	214663	42488	214688
42408	214608	42437	214637	42464	214664	42489	214689
42409	214609	42438	214638	42465	214665	42490	214690
42411	214611	42439	214639	42466	214666	42491	214691
42412	214612	42440	214640	42467	214667	42492	214692
42413	214613	42442	214642	42468	214668	42493	214693
42414	214614	42443	214643	42469	214669	42494	214694
42415	214615	42444	214644	42470	214670	42495	214695
42416	214616	42445	214645	42471	214671	42496	214696
42417	214617	42446	214646	42473	214673	42497	214697
42418	214618	42447	214647	42474	214674	42498	214698
42419	214619	42448	214648	42475	214675	42499	214699
42420	214620	42449	214649	42476	214676		
42422	214622	42450	214650	42477	214677		
42423	214623	42453	214653	42478	214678		
42424	214624	42454	214654	42479	214679		
42425	214625	42455	214655	42480	214680		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
78000	438100	78027	438127	78051	438151	78075	438175
78001	438101	78028		78052	438152	78076	438176
78002	438102	78029		78053	438153	78077	438177
78003	438103	78030	438130	78054		78078	438178
78004	438104	78031	438131	78055	438155	78079	438179
78005	438105	78032	438132	78056	438156	78080	438180
78006	438106	78033	438133	78057	438157	78081	438181
78007	438107	78034	438134	78058	438158	78082	438182
78008	438108	78035	438135	78059	438159	78083	438183
78009	438109	78036	438136	78060	438160	78084	438184
78010	438110	78037	438137	78061	438161	78085	438185
78011	438111	78038	438138	78062	438162	78086	438186
78012	438112	78039	438139	78063	438163	78087	438187
78013	438113	78040	438140	78064	438164	78088	438188
78016	438116	78041	438141	78065	438165	78089	438189
78017	438117	78042	438142	78066	438166	78090	438190
78018	438118	78043		78067	438167	78091	438191
78019	438119	78044		78068	438168	78092	438192
78020	438120	78045	438145	78069	438169	78093	438193
78021	438121	78046	438146	78070	438170	78094	438194
78022	438122	78047	438147	78071	438171	78095	438195
78023	438123	78048	438148	78072	438172	78096	438196
78024	438124	78049	438149	78073	438173	78097	438197
78025	438125	78050	438150	78074	438174	78098	438198

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
78100	438200	78128	438228	78156	438256	78184	438284
78101	438201	78130	438230	78157	438257	78185	438285
78102		78131	438231	78158	438258	78186	438286
78103	438203	78132	438232	78159		78187	438287
78104	438204	78133	438233	78160		78188	438288
78105	438205	78135	438235	78161	438261	78189	438289
78106	438206	78136	438236	78162	438262	78190	438290
78109	438209	78137	438237	78163	438263	78191	438291
78110	438210	78138	438238	78164	438264	78192	438292
78112	438212	78139	438239	78166	438266	78193	438293
78113	438213	78140	438240	78167	438267	78194	438294
78114	438214	78141	438241	78168	438268	78195	438295
78115	438215	78142	438242	78169	438269	78196	438296
78116	438216	78143	438243	78171	438271	78197	438297
78117	438217	78144	438244	78172	438272	78198	438298
78118	438218	78145	438245	78173	438273	78199	438299
78120	438220	78146	438246	78175	438275		
78121	438221	78147	438247	78176	438276		
78122	438222	78148	438248	78177	438277		
78123		78149	438249	78178	438278		
78124	438224	78150	438250	78179	438279		
78125	438225	78153	438253	78180	438280		
78126	438226	78154	438254	78182	438282		
78127	438227	78155	438255	78183	438283		

RECORDATION NO. 6253-D FILED 1425

BILL OF SALE

APR 9 1993 11:15 AM

Dated as of March 29, 1993

INTERSTATE COMMERCE COMMISSION

For valuable consideration, UNITED STATES TRUST COMPANY OF NEW YORK, a national banking association, hereinafter called Seller, does hereby sell to MERCANTILE BANK OF ST. LOUIS NATIONAL ASSOCIATION, a national banking association, hereinafter called Buyer, all of Seller's right, title and interest in and to the following described property:

All of the Equipment covered under Schedule A
attached hereto.

Said property is sold AS-IS-WHERE-IS without any covenant or warranty expressed or implied, of any nature whatsoever, except however, that Seller covenants and warrants that said property is free of all liens, security interests and encumbrances created by Seller. By acceptance of said property transferred hereunder, Buyer agrees to pay all sales and use taxes payable in connection with this sale.

Seller acquired, pursuant to agreements and assignments dated as of September 1, 1972 ("Assignments"), substantially in the form of Schedule B, the right, security title and interest of the Builders, ACF Industries, Incorporated and Pullman Incorporated (Pullman-Standard Division) under the conditional sale agreement dated as of September 1, 1972 in said property. Seller hereby conveys to Buyer all of its right, security title and interest under the Assignments, subject to the terms and conditions set forth in the Assignments, and not subject to any transfers.

**UNITED STATES TRUST COMPANY OF
NEW YORK**

By: Christine C. Collins
Title: Assistant Vice President

[SEAL]

STATE OF NEW YORK

)

) SS.

COUNTY OF NEW YORK

)

On this 29th day of March, 1993, before me personally came
Christine C. Collins, to me known, who, being by me duly sworn, did
depose and say that he/she resides at Brux NY;
that he/she is the Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW
YORK, the corporation described in and which executed the foregoing Bill of Sale; that he seal
affixed to said Bill of Sale is such corporate seal; that it was so affixed by order of the Board
of Directors of said corporation; and that he/she signed his name thereto by like order.

(SEAL)

Thomas M. Cutcheon
Notary Public

My Commission Expires:

THOMAS McCUTCHEON
NOTARY PUBLIC, State of New York
No 4965095
Qualified in Nassau County
Commission Expires April 16, 1994

SCHEDULE A TO BILL OF SALE

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42102	214302	42127	214327	42153	214353	42182	214382
42103	214303	42128	214328	42154	214354	42183	214383
42104	214304	42129	214329	42155	214355	42184	214384
42106	214306	42130	214330	42156	214356	42185	214385
42107	214307	42131	214331	42157	214357	42186	214386
42108	214308	42132	214332	42158	214358	42187	214387
42109	214309	42133	214333	42159	214359	42188	214388
42110	214310	42134	214334	42160	214360	42189	214389
42111	214311	42135	214335	42161	214361	42190	214390
42112	214312	42136	214336	42162	214362	42191	214391
42113	214313	42137	214337	42163	214363	42192	214392
42114	214314	42138	214338	42164	214364	42193	214393
42115	214315	42139	214339	42165	214365	42194	214394
42116	214316	42141	214341	42166	214366	42195	214395
42117	214317	42142	214342	42167	214367	42196	214396
42118	214318	42143	214343	42168	214368	42198	214398
42119	214319	42144	214344	42169	214369	42199	214399
42120	214320	42145	214345	42171	214371		
42121	214321	42147	214347	42174	214374		
42122	214322	42148	214348	42176	214376		
42123	214323	42149	214349	42177	214377		
42124	214324	42150	214350	42178	214378		
42125	214325	42151	214351	42179	214379		
42126	214326	42152	214352	42181	214381		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42200	214400	42226	214426	42253	214453	42279	214479
42201	214401	42227	214427	42254	214454	42281	214481
42202	214402	42228	214428	42255	214455	42282	214482
42203	214403	42229	214429	42257	214457	42283	214483
42204	214404	42230	214430	42258	214458	42284	214484
42205	214405	42231	214431	42259	214459	42285	214485
42206	214406	42232	214432	42260	214460	42286	214486
42207	214407	42233	214433	42261	214461	42287	214487
42208	214408	42234	214434	42262	214462	42288	214488
42209	214409	42235	214435	42263	214463	42289	214489
42210	214410	42236	214436	42264	214464	42291	214491
42211	214411	42238	214438	42265	214465	42292	214492
42212	214412	42239	214439	42266	214466	42293	214493
42213	214413	42240	214440	42267	214467	42294	214494
42214	214414	42242	214442	42268	214468	42296	214496
42215	214415	42243	214443	42269	214469	42297	214497
42216	214416	42245	214445	42270	214470	42298	214498
42218	214418	42246	214446	42271	214471		
42219	214419	42247	214447	42272	214472		
42220	214420	42248	214448	42273	214473		
42221	214421	42249	214449	42274	214474		
42222	214422	42250	214450	42276	214476		
42224	214424	42251	214451	42277	214477		
42225	214425	42252	214452	42278	214478		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42300	214500	42329	214529	42358	214558	42383	214583
42301	214501	42330	214530	42359	214559	42384	214584
42302	214302	42331	214531	42360	214560	42385	214585
42303	214503	42332	214532	42361	214561	42386	214586
42304	214504	42333	214533	42362	214562	42388	214588
42305	214505	42335	214535	42363	214563	42390	214590
42306	214506	42336	214536	42364	214564	42391	214591
42307	214507	42337	214537	42365	214565	42392	214592
42308	214508	42338	214538	42366	214566	42393	214593
42309	214509	42340	214540	42367	214567	42394	214594
42311	214511	42342	214542	42368	214568	42395	214595
42312	214512	42343	214543	42369	214569	42396	214596
42313	214513	42344	214544	42371	214571	42397	214597
42314	214514	42345	214545	42372	214572	42398	214598
42315	214515	42346	214546	42373	214573		
42316	214516	42347	214547	42374	214574		
42320	214520	42348	214548	42375	214575		
42322	214522	42350	214550	42376	214576		
42323	214523	42351	214551	42377	214577		
42324	214524	42353	214553	42378	214578		
42325	214525	42354	214554	42379	214579		
42326	214526	42355	214555	42380	214580		
42327	214527	42356	214556	42381	214581		
42328	214528	42357	214557	42382	214582		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
42400	214600	42427	214627	42456	214656	42481	214681
42401	214601	42428	214628	42457	214657	42482	214682
42402	214302	42430	214630	42458	214658	42483	214683
42403	214603	42431	214631	42459	214659	42484	214684
42404	214604	42432	214632	42460	214660	42485	214685
42405	214605	42433	214633	42461	214661	42486	214686
42406	214606	42434	214634	42462	214662	42487	214687
42407	214607	42435	214635	42463	214663	42488	214688
42408	214608	42437	214637	42464	214664	42489	214689
42409	214609	42438	214638	42465	214665	42490	214690
42411	214611	42439	214639	42466	214666	42491	214691
42412	214612	42440	214640	42467	214667	42492	214692
42413	214613	42442	214642	42468	214668	42493	214693
42414	214614	42443	214643	42469	214669	42494	214694
42415	214615	42444	214644	42470	214670	42495	214695
42416	214616	42445	214645	42471	214671	42496	214696
42417	214617	42446	214646	42473	214673	42497	214697
42418	214618	42447	214647	42474	214674	42498	214698
42419	214619	42448	214648	42475	214675	42499	214699
42420	214620	42449	214649	42476	214676		
42422	214622	42450	214650	42477	214677		
42423	214623	42453	214653	42478	214678		
42424	214624	42454	214654	42479	214679		
42425	214625	42455	214655	42480	214680		

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
78000	438100	78027	438127	78051	438151	78075	438175
78001	438101	78028		78052	438152	78076	438176
78002	438102	78029		78053	438153	78077	438177
78003	438103	78030	438130	78054		78078	438178
78004	438104	78031	438131	78055	438155	78079	438179
78005	438105	78032	438132	78056	438156	78080	438180
78006	438106	78033	438133	78057	438157	78081	438181
78007	438107	78034	438134	78058	438158	78082	438182
78008	438108	78035	438135	78059	438159	78083	438183
78009	438109	78036	438136	78060	438160	78084	438184
78010	438110	78037	438137	78061	438161	78085	438185
78011	438111	78038	438138	78062	438162	78086	438186
78012	438112	78039	438139	78063	438163	78087	438187
78013	438113	78040	438140	78064	438164	78088	438188
78016	438116	78041	438141	78065	438165	78089	438189
78017	438117	78042	438142	78066	438166	78090	438190
78018	438118	78043		78067	438167	78091	438191
78019	438119	78044		78068	438168	78092	438192
78020	438120	78045	438145	78069	438169	78093	438193
78021	438121	78046	438146	78070	438170	78094	438194
78022	438122	78047	438147	78071	438171	78095	438195
78023	438123	78048	438148	78072	438172	78096	438196
78024	438124	78049	438149	78073	438173	78097	438197
78025	438125	78050	438150	78074	438174	78098	438198

SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.	SLSF Car No.	BN Car No.
78100	438200	78128	438228	78156	438256	78184	438284
78101	438201	78130	438230	78157	438257	78185	438285
78102		78131	438231	78158	438258	78186	438286
78103	438203	78132	438232	78159		78187	438287
78104	438204	78133	438233	78160		78188	438288
78105	438205	78135	438235	78161	438261	78189	438289
78106	438206	78136	438236	78162	438262	78190	438290
78109	438209	78137	438237	78163	438263	78191	438291
78110	438210	78138	438238	78164	438264	78192	438292
78112	438212	78139	438239	78166	438266	78193	438293
78113	438213	78140	438240	78167	438267	78194	438294
78114	438214	78141	438241	78168	438268	78195	438295
78115	438215	78142	438242	78169	438269	78196	438296
78116	438216	78143	438243	78171	438271	78197	438297
78117	438217	78144	438244	78172	438272	78198	438298
78118	438218	78145	438245	78173	438273	78199	438299
78120	438220	78146	438246	78175	438275		
78121	438221	78147	438247	78176	438276		
78122	438222	78148	438248	78177	438277		
78123		78149	438249	78178	438278		
78124	438224	78150	438250	78179	438279		
78125	438225	78153	438253	78180	438280		
78126	438226	78154	438254	78182	438282		
78127	438227	78155	438255	78183	438283		